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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,	:	No. 07 Civ. 8814 (LLS)
	:	
Plaintiff,	:	
	:	
- against -	:	<b><u>DECLARATION OF</u></b>
	:	<b><u>JOHN J. GRAUBARD</u></b>
	:	<b><u>IN RESPONSE TO</u></b>
JOSHUA S. SHAINBERG and	:	<b><u>MOTION TO WITHDRAW</u></b>
LARYSSA SHAINBERG,	:	<b><u>AS COUNSEL</u></b>
	:	
Defendants.	:	
	:	

JOHN J. GRAUBARD declares under penalty of perjury pursuant to 28 U.S.C. § 1746:

1. I am an attorney admitted to practice before the Court of the States of Connecticut and New York and before this Court. I am employed as a Senior Attorney in the Division of Enforcement of the United States Securities and Exchange Commission (the "Commission"), the plaintiff in this action.

2. I am fully familiar with the facts set forth herein. I am making this Declaration in response to the Motion to Withdraw as Counsel filed by Roger L. Fidler, attorney for the defendant Laryssa Shainberg dated July 2, 2008 (the "Motion to Withdraw").

3. The Commission does not oppose the Motion to Withdraw.

4. The Commission is presently conducting discovery, including the taking of several depositions. In light of the Motion to Withdraw, the Commission has adjourned these depositions, so that the issue of Laryssa Shainberg's representation may be resolved before these are taken. The Commission intends to reschedule these once the issue concerning Ms. Shainberg's representation is resolved.

I declare under penalty of perjury that the foregoing is true and correct. Dated at New York, New York, July 7, 2008.

/s/  
JOHN J. GRAUBARD

**CERTIFICATION OF SERVICE**

I hereby certify under penalty of perjury pursuant to 28 U.S.C. § 1746 that on July 7, 2008

I served a copy of the foregoing Declaration, upon:

JOSHUA S. SHAINBERG  
Defendant *pro se*  
385 Grand Street, Apartment L-806  
New York, New York 10002

ROGER L. FIDLER, ESQ. (RF-9997)  
Attorney for Defendant Laryssa Shainberg  
126 East 83<sup>rd</sup> Street, Suite 3B  
New York, New York 10028

and  
225 Franklin Avenue  
Midland Park, New Jersey 07432

Laryssa Shainberg  
Defendant  
385 Grand Street, Apartment L-806  
New York, New York 10002

by sending the same to them by Federal Express.

I declare under penalty of perjury that the foregoing is true and correct. Executed at New York, New York, on July 7, 2008.

/s/  
JOHN J. GRAUBARD